

**IN THE UNITED STATES BANKRUPTCY COURT FOR
THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

SMILEDIRECTCLUB, INC., *et al.*,

Debtors.

)
) Chapter 7
) (Previously Chapter 11)
)
) Case No. 23-90786 (CML)
)
) (Jointly Administered)
)

**NOTES TO MONTHLY OPERATING REPORT—PERIOD FROM
DECEMBER 1, 2023, THROUGH AND INCLUDING DECEMBER 31, 2023**

I. INTRODUCTION:

This monthly operating report (“MOR”) is unaudited, limited in scope, and does not purport to represent financial information prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”), and is not intended to fully reconcile to the consolidated financial information prepared by the Debtors. Information contained in this MOR is derived from the Debtors’ books and records, but does not reflect in all circumstances presentation for U.S. GAAP or SEC reporting purposes. Therefore, in order to comply with their obligations to provide MORs during these chapter 11 cases, the Debtors have prepared this MOR using the best information presently available to them, which has been collected, maintained, and prepared in accordance with their historical accounting practices. Accordingly, this MOR is true and accurate to the best of the Debtors’ knowledge, information, and belief, based on currently-available data. The results of the Debtors’ operations, financial position, and schedule of receipts and disbursements contained herein are not necessarily indicative of results that may be expected for any period other than the calendar month ended December 31, 2023, and may not necessarily reflect the Debtors’ future consolidated results of operations, financial position, and schedule of receipts and disbursements. This MOR should not be relied upon by any persons for information relating to current or future financial conditions, events, or performance of any of the Debtors or their affiliates. There can be no assurance that such information is complete, and this MOR may be subject to revision.

II. RESERVATION OF RIGHTS:

This MOR is limited in scope, covers a limited time period, and has been prepared solely for the purpose of complying with the monthly reporting requirements of the Debtors’ chapter 11 cases. The unaudited financial information has been derived from the Debtors’ books and records. The information presented herein has not been subject to all procedures that typically would be applied to financial information in accordance with U.S. GAAP. Upon the application of such procedures, the Debtors believe that the financial information could be subject to material change. The information furnished in this MOR includes normal recurring adjustments but does not include all of the adjustments that typically would be made for interim financial information presented in accordance with GAAP.

Given the complexity of the Debtors' business, inadvertent errors or omission may occur. Accordingly, the Debtors hereby reserve all of their rights to dispute the nature, validity, status, enforceability, or executory natures of any claim amount, agreement, representation, or other statement set forth in this MOR. Further, the Debtors reserve the right to amend or supplement this MOR, if necessary, but shall be under no obligation to do so.

III. NOTES TO SUPPORTING DOCUMENTATION:

For the purposes of filing this MOR, the accompanying Statement of Cash Receipts and Disbursements, Balance Sheets, and Statements of Income (Loss) of the Debtors have been prepared and separately presented for all Debtors. Pursuant to the Debtors' discussions with the United States Trustee for the Southern District of Texas (the "U.S. Trustee"), the Debtors will submit separate MORs for each Debtor for each reporting period. The financial information for each Debtor has been presented separately. The nine MORs are as follows:

- MOR #1 – SmileDirectClub, Inc.
- MOR #2 – SDC Financial LLC
- MOR #3 – Access Dental Lab, LLC
- MOR #4 – SmileFarm, LLC
- MOR #5 – SmileDirectClub, LLC
- MOR #6 – SDC Holding, LLC
- MOR #7 – SDC Plane, LLC
- MOR #8 – CAMF II, LLC
- MOR #9 – Ortho Lab Services, LLC

Supporting Documentation – Balance Sheet(s)

Prepetition liabilities include Liabilities Subject to Compromise (“LSTC”): LSTC represent the Debtors’ estimate of prepetition claims to be resolved in connection with the chapter 11 cases. Prepetition liabilities that are subject to compromise under ASC 852 are preliminary and may be subject to, among other things, future adjustments depending on Court actions, further developments with respect to disputed claims, determinations of the secured status of certain claims, the values of any collateral securing such claims, rejection of executory contracts, continued reconciliation, or other events.

Values in the Balance Sheet(s) attached hereto represent rounded numbers. Accordingly, subtotals may not agree to the summation of the rounded numbers presented.

Supporting Documentation – Income Statement(s)

The information in the Statement(s) of Income (Loss) reflects the December 2023 full month profit and loss on an accrual basis.

Values in the Statement(s) of Income (Loss) attached hereto represent rounded numbers. Accordingly, subtotals may not agree to the summation of the rounded numbers presented.

OTHER NOTES

Part 1

- All figures reflect unrestricted cash as reported on the Debtors’ balance sheets. Reconciling differences will exist between bank statement balances and balance sheet cash balances due to routine timing differences between payment execution in the Debtors’ financial system and disbursement of funds from Debtor bank accounts.
- From time to time, the Debtors make intercompany transfers between jointly administered Debtors that occur as a matter of cash management. The Debtors have been granted authority on a final basis to continue to perform intercompany transactions under terms provided in the *Final Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Maintain Existing Bank Accounts, Business Forms, and Books and Records, and (C) Continue Intercompany Transactions, (II) Granting Administrative Expense Status to Postpetition Intercompany Transactions, and (III) Granting Related Relief* [Docket No. 273]. For purposes of this MOR, intercompany transfers between jointly administered Debtor bank accounts are accounted for in the MOR-1b: Total Receipts figure.
- In the month of December 2023, intercompany cash transfers from SmileDirectClub, Inc. exceeded the total amount of cash receipts, which resulted in a negative receipts amount in this reporting period.

Part 2

- As previously mentioned, prepetition liabilities reflected on the Debtors' balance sheets include LSTC, as well as other liabilities which may be uncompromised pursuant to the relief granted by the United States Bankruptcy Court for the Southern District of Texas through the Debtors' various final first day orders (collectively, the "First Day Orders").
- The Debtors maintain aging schedules of trade accounts receivable, net of allowances. The Debtors do not maintain aging schedules of non-trade accounts receivables. The Debtors believe that the information as disclosed in MOR-2a appropriately summarizes the ending third party accounts receivable of the Debtors.

Part 3

- Not applicable for this reporting period.

Part 4

- See "Introduction" and "Reservation of Rights" notes above.

Part 5

- Represents all retained Debtor and Unsecured Creditor Committee professional fees that were approved and/or paid in the month of December. This schedule excludes any payments to Ordinary Course Professionals.

Part 7

- The First Day Orders authorize, but not direct, the Debtors to, among other things, pay certain prepetition (a) 503(b)(9), lien, and critical vendor claims, (b) insurance and surety obligations, (c) employee wages, salaries, other compensation, and reimbursable expenses, and (d) certain taxes, fees, and regulatory obligations. Each of the First Day Orders contains certain reporting requirements pursuant to which the Debtors must provide certain parties, including the U.S. Trustee, with schedules of payments made pursuant to the respective First Day Orders (collectively, the "First Day Matrices"). The First Day Matrices generally include, among other things, detailed information regarding (i) the payment amount, (ii) the date of such payment, and (iii) the recipient's identity. The First Day Matrices are delivered monthly to the required notice parties on a "Professional Eyes Only" basis.
- As of December 31, 2023, Debtors have \$25 million in post-petition DIP obligations, inclusive of \$5 million received under the prepetition revolving credit agreement as described in the *Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense*

Status, (III) Authorizing the Use of Cash Collateral, and IV Modifying the Automatic Stay
[Docket No. 296].

Part 8

- Not applicable.

Other

- Full-time employee and independent contractor counts (during the reporting period) and taxes accrued are reflected in the Debtor legal entities for which payroll and taxes are paid from and is reflected in the MORs with disbursements activity.

SmileDirectClub*Statement of Receipts and Disbursements**for the period Post-filing 12/1/2023 - 12/31/2023*

<i>\$ in USD</i>	23-90786 SmileDirectClub, Inc	23-90789 SDC Financial LLC	23-90787 Access Dental Lab, LLC	23-90784 SmileDirectClub, LLC	23-90790 SDC Holding, LLC	23-90791 SDC Plane, LLC	23-90792 SmileFarm, LLC	23-90788 CAMF II, LLC	23-90785 Ortho Lab Services, LLC
Beginning Cash Balance - as of 11/30/23	\$ 2,792,307	\$ -	\$ -	\$ 17,602,584	\$ -	\$ -	\$ -	\$ -	\$ -
Receipts	\$ (2,787,014)	-	90,000	10,557,721	-	-	-	-	-
Disbursements	\$ 4,759	-	45,000	14,748,708	-	-	-	-	-
Ending Cash Balance	\$ 534	\$ -	\$ 45,000	\$ 13,411,597	\$ -	\$ -	\$ -	\$ -	\$ -
Cumulative Receipts (9/29 - 12/31)	\$ 17,130,500	-	1,607,730	103,757,709	-	-	-	-	-
Cumulative Disbursements (9/29 - 12/31)	\$ 20,042,484	-	1,562,730	91,292,738	-	-	-	-	-

SmileDirectClub

Balance Sheet by Legal Entity¹ (Unaudited)
as of December 31, 2023

	23-90786 SmileDirectClub, Inc	23-90789 SDC Financial LLC	23-90787 Access Dental Lab, LLC	23-90784 SmileDirectClub, LLC	23-90790 SDC Holding, LLC	23-90791 SDC Plane, LLC	23-90792 SmileFarm, LLC	23-90788 CAMF II, LLC	23-90785 Ortho Lab Services, LLC
\$USD									
ASSETS									
Current Assets									
Bank	\$ 534	\$ -	\$45,000	\$ 13,411,598	\$ -	\$ -	\$ -	\$ -	\$ -
Account Receivables, Net	-	-	321,980,239	172,217,155	-	-	-	-	-
Inventories, Net	-	-	1,208,911	29,672,959	-	-	-	-	-
Prepaid Expenses	-	-	34,248	8,727,252	-	-	-	-	-
Intercompany		657,381,245						-	-
Other Current Assets	747,500,000				1,500,000		210,796	-	-
Total Current Assets	\$ 747,500,534	\$ 657,381,245	\$ 323,268,398	\$ 224,028,964	\$ 1,500,000	\$ -	\$ 210,796	\$ -	\$ -
Account Receivables, Net Non-current									
Property and Equipment, Net	-	-	14,107,051	126,280,568	-	-	11,016,479	-	-
Right of Use Asset	-	-	-	4,621,434	-	-	3,713,305	-	-
Other Assets	-	-	168,150	13,743,236	-	-	-	-	-
Total ASSETS	\$ 747,500,534	\$ 657,381,245	\$ 337,543,599	\$ 368,674,201	\$ 1,500,000	\$ -	\$ 14,940,580	\$ -	\$ -
Liabilities & Equity									
Current Liabilities									
Accounts Payable - Prepetition	-	-	952,629	24,256,129	-	-	-	-	-
Accounts Payable - Post-petition			514,758	18,149,622				-	-
Accrued Expenses	806,187	3,684	403,580	38,045,566	4,591,481	1,133	130,709	-	-
Accrued Wages and Benefits	-	-	5,232,148	(6,185,434)	1,644,284	-	-	-	-
Deferred Revenue	742,852	-	-	(3,345,051)	-	-	-	-	-
Current Lease Liabilities	-	-	-	2,585,173	-	-	857,198	-	-
Other Current Liability ²	-	-	-	25,000,000	-	-	-	-	-
Intercompany	(792,111,765)	\$0	325,963,515	689,736,337	61,659,062	400,085	21,718,162	-	-
Total Current Liabilities	\$ (790,562,726)	\$ 3,684	\$ 333,066,630	\$ 788,242,343	\$ 67,894,828	\$ 401,218	\$ 22,706,069	\$ -	\$ -
Long Term Debt	783,567,463	700,941,823	-	3,195,645	-	-	-	-	-
Intercompany loan payable								-	-
Promissory Notes on Unit Holder Redemption - Long-term				657,387,400				-	-
Non-Current Lease Liabilities	-	-	-	4,456,996	-	-	3,310,318	-	-
Other Long Term Liabilities								-	-
Total Liabilities	\$ (6,995,263)	\$ 700,945,507	\$ 333,066,630	\$ 1,453,282,383	\$ 67,894,828	\$ 401,218	\$ 26,016,386	\$ -	\$ -
Equity									
Common Stock	37,410	-	1,231,457	1,265,700,277	-	-	-	-	-
APIC	886,415,883	-	1,174,109	(389,471,984)	(3,690,836)	-	-	-	-
Member's Equity								-	-
Warrants								-	-
Paid-up Capital								-	-
Non-Controlling Interest	(164,051,000)	-	-	(401,456,710)	-	-	-	-	-
Retained Earnings	(928,369)	(8,755)	1,388,734	(1,389,548,660)	(50,233,665)	(2,632,968)	(5,870,725)	-	-
Net Income	33,021,873	(43,555,507)	682,670	(168,228,165)	(12,470,326)	2,231,750	(5,205,082)	-	-
Cumulative Translation Adjustment-Elimination	-	-	-	(575,422)	-	-	-	-	-
Cumulative Translation Adjustment	-	-	-	(1,027,517)	-	-	-	-	-
Total Equity	\$ 754,495,797	\$ (43,564,262)	\$ 4,476,969	\$ (1,084,608,182)	\$ (66,394,828)	\$ (401,218)	\$ (11,075,807)	\$ -	\$ -
Total Liabilities & Equity	\$ 747,500,534	\$ 657,381,245	\$ 337,543,599	\$ 368,674,201	\$ 1,500,000	\$ 0	\$ 14,940,580	\$ -	\$ -

¹ Consolidated Balance Sheet not applicable. Intercompany balances and eliminations may represent intercompany balances or eliminations with Debtor or Non-Debtor affiliates of the applicable entity.

² Represents the amount outstanding under DIP facility as of December 31, 2023 inclusive of interest and upfront fees as discussed in the Global Notes to the December 2023 MOR.

SmileDirectClub*Statement of Operations (Unaudited)**for the calendar month ended December 31, 2023*

	23-90786 SmileDirectClub, Inc	23-90789 SDC Financial LLC	23-90787 Access Dental Lab, LLC	23-90784 SmileDirectClub, LLC	23-90790 SDC Holding, LLC	23-90791 SDC Plane, LLC	23-90792 SmileFarm, LLC	23-90788 CAMF II, LLC	23-90785 Ortho Lab Services, LLC
\$USD									
Revenue	\$ -	\$ -	\$ 353,976	\$ 32,200,692	\$ -	\$ -	\$ -	\$ -	\$ -
Cost of Services	-	-	(705,494)	(1,828,219)	-	-	(4,553)	-	-
Selling Expenses	-	-	(215,418)	(10,806,029)	749	-	-	-	-
Other O&M Expenses	-	-	-	-	-	-	-	-	-
Taxes Other Than Income	-	-	-	-	-	-	-	-	-
Total Operating & Maintenance Expense	\$ -	\$ -	(\$ 920,912)	(\$ 12,634,248)	\$ 749	\$ -	(\$ 4,553)	\$ -	\$ -
Depreciation and Amortization	-	-	(377,800)	(4,111,772)	-	-	(388,817)	-	-
Other Income (Loss)	-	-	3,398	(40,370,645)	(125,004)	-	(9,152)	-	-
Income from Operations	\$ -	\$ -	(\$ 941,338)	(\$ 24,915,972)	(\$ 124,255)	\$ -	(\$ 402,522)	\$ -	\$ -
Interest Expense	534	-	-	(2,936,608)	-	-	(22,187)	-	-
Income Taxes	-	-	-	-	-	-	-	-	-
Net Income	\$ 534	\$ -	(\$ 941,338)	(\$ 27,852,581)	(\$ 124,255)	\$ -	(\$ 424,709)	\$ -	\$ -

SmileDirectClub

Accounts Receivable Aging³
as of December 31, 2023

\$USD	23-90786 SmileDirectClub,	23-90789 SDC Financial LLC	23-90787 Access Dental	23-90784 SmileDirectClub, LLC	23-90790 SDC Holding, LLC	23-90791 SDC Plane, LLC	23-90792 SmileFarm, LLC	23-90788 CAMF II, LLC	23-90785 Ortho Lab
Gross Receivables									
Current	-	-	-	1,483,820	-	-	-	-	-
1-30 days past due	-	-	-	4,154,696	-	-	-	-	-
31-60 days past due	-	-	-	593,528	-	-	-	-	-
61-90 days past due	-	-	-	370,955	-	-	-	-	-
91+ days past due	-	-	-	816,101	-	-	-	-	-
Gross Receivables	\$ -	\$ -	\$ -	\$ 7,419,100	\$ -	\$ -	\$ -	\$ -	\$ -
Less: Allowances and Reserves	-	-	-	(1,962,684)	-	-	-	-	-
Net Receivables	\$ -	\$ -	\$ -	\$ 5,456,416	\$ -	\$ -	\$ -	\$ -	\$ -

³ Represents trade receivables aging. This schedule excludes intercompany accounts receivable.

SmileDirectClub

Postpetition Trade Payables Aging
as of December 31, 2023

\$USD	23-90786	23-90789	23-90787	23-90784	23-90790	23-90791	23-90792	23-90788	23-90785
	SmileDirectClub, Inc	SDC Financial LLC	Access Dental	SmileDirectClub,	SDC Holding, LLC	SDC Plane, LLC	SmileFarm, LLC	CAMF II, LLC	Ortho Lab
Postpetition Trade Payables									
Current	-	-	106,772	4,156,625	-	-	-	-	-
1-30 days past due	-	-	378,909	10,848,756	-	-	-	-	-
31-60 days past due	-	-	29,077	2,564,162	-	-	-	-	-
61-90 days past due	-	-	-	575,579	-	-	-	-	-
91+ days past due	-	-	-	4,500	-	-	-	-	-
Total Postpetition Trade Payables	\$ -	\$ -	\$ 514,758	\$ 18,149,622	\$ -	\$ -	\$ -	\$ -	\$ -
Other Accruals									
Accrued Taxes	43,925	108	31,258	337,491	1,407	33	4,846	-	-
Accrued Expenses	-	-	97,145	8,508,022	-	-	24,252	-	-
Accrued Wages and Benefits	-	-	1,358,997	54,796	414,173	-	-	-	-
Accrued DIP Interest and Fees	-	-	-	3,247,022	-	-	-	-	-
Current Lease Liabilities	-	-	-	7,025	-	-	21,037	-	-
Other Current Liability	-	-	-	-	-	-	-	-	-
Total Other Accruals	\$ 43,925	\$ 108	\$ 1,487,400	\$ 12,154,355	\$ 415,580	\$ 33	\$ 50,135	\$ -	\$ -
Total Postpetition Debts	\$ 43,925	\$ 108	\$ 2,002,158	\$ 30,303,977	\$ 415,580	\$ 33	\$ 50,135	\$ -	\$ -

SmileDirectClub

Statement of Capital Assets (Book Value)
as of December 31, 2023

\$USD	23-90786	23-90789	23-90787	23-90784	23-90790	23-90791	23-90792	23-90788	23-90785
	SmileDirectClub, Inc	SDC Financial LLC	Access Dental Lab, LLC	SmileDirectClub, LLC	SDC Holding, LLC	SDC Plane, LLC	SmileFarm, LLC	CAMF II, LLC	Ortho Lab
Capital Assets									
<u>Property Plant & Equipment - Gross</u>									
Computer Equipment	-	-	32,668	18,387,444	-	-	2,586,461	-	-
Furniture and Fixtures	-	-	635,705	10,280,817	-	-	693,719	-	-
Medical Equipment	-	-	26,659,252	26,487,566	-	-	3,276,096	-	-
iTeros	-	-	-	21,195,077	-	-	13,270,087	-	-
Smilebus, Trucks, and Automobiles	-	-	-	-	-	-	-	-	-
Leasehold Improvements	-	-	468,647	14,910,424	-	-	11,539,469	-	-
Purchased Software	-	-	50,553	73,139,768	-	-	-	-	-
Software Development	-	-	-	162,906,005	-	-	-	-	-
Construction in Progress	-	-	6,130,335	(468,640)	-	-	-	-	-
Accrued Fixed Assets	-	-	32,427	(0)	-	-	-	-	-
Accrued Software Development	-	-	-	934,306	-	-	-	-	-
Property Plant & Equipment - Gross	\$ -	\$ -	\$ 34,009,589	\$ 327,772,768	\$ -	\$ -	\$ 31,365,832	\$ -	\$ -
<u>Accumulated Depreciation</u>									
Accumulated Depreciation - Computer Equipment	-	-	(13,721)	(17,493,224)	-	-	(2,189,520)	-	-
Accumulated Depreciation - Furniture and Fixtures	-	-	(411,520)	(7,209,701)	-	-	(370,715)	-	-
Accumulated Depreciation - Medical Equipment	-	-	(19,254,868)	(16,018,501)	-	-	(2,567,849)	-	-
Accumulated Depreciation - iTeros	-	-	-	(19,464,028)	-	-	(11,289,501)	-	-
Accumulated Depreciation - SmileBus, Trucks, and Automobiles	-	-	-	(0)	-	-	-	-	-
Accumulated Depreciation - Leasehold Improvements	-	-	(205,770)	(15,151,347)	-	-	(3,931,768)	-	-
Accumulated Depreciation - Software Development	-	-	-	(83,002,517)	-	-	-	-	-
Accumulated Depreciation - Purchased Software	-	-	(16,658)	(43,152,882)	-	-	-	-	-
Accumulated Depreciation	\$ -	\$ -	(\$ 19,902,538)	(\$ 201,492,200)	\$ -	\$ -	(\$ 20,349,353)	\$ -	\$ -
Property and Equipment, Net	\$ -	\$ -	\$ 14,107,051	\$ 126,280,568	\$ -	\$ -	\$ 11,016,479	\$ -	\$ -
<u>Other Assets</u>									
Right of Use Asset	-	-	-	12,904,909	-	-	6,010,810	-	-
Accumulated Amortization - ROU Asset Operating	-	-	-	(8,283,475)	-	-	(2,297,506)	-	-
Right of Use Asset, net	\$ -	\$ -	\$ -	\$ 4,621,434	\$ -	\$ -	\$ 3,713,305	\$ -	\$ -
Intangible Assets	-	-	100,000	5,781,603	-	-	-	-	-
Accumulated Amortization - Intangible Assets	-	-	-	-	-	-	-	-	-
Intangible Assets, net	\$ -	\$ -	\$ 100,000	\$ 5,781,603	\$ -	\$ -	\$ -	\$ -	\$ -
Other Capital Assets, net	-	-	-	-	-	-	-	-	-
Total Capital Assets, net	\$ -	\$ -	\$ 14,207,051	\$ 136,683,605	\$ -	\$ -	\$ 14,729,784	\$ -	\$ -

SmileDirectClub, LLC

*Postpetition Payments Related to Prepetition Debt
for the calendar month ended December 31, 2023*

\$USD Date	Payee	Address	Amount	Description of Payment
12/6/2023	U.S. SmilePay SPV ¹	1530 Antioch Pike; Antioch, TN 37013	\$958,316	Reserve funding

¹Represents payments made to the U.S. SmilePay SPV restricted cash account controlled by HPS Investment Partners, LLC

SmileDirectClub*Payments to Insiders**for the calendar month ended December 31, 2023*

\$USD					
Date	Debtor	Payee	Address	Amount	Description of Payment
12/1/2023	SDC Holding, LLC	Individual 1	1530 Antioch Pike; Antioch, TN 37013	\$ 38,599	Regular Payroll - Gross
12/1/2023	SDC Holding, LLC	Individual 2	1530 Antioch Pike; Antioch, TN 37013	\$ 23,214	Regular Payroll - Gross
12/1/2023	SDC Holding, LLC	Individual 3	1530 Antioch Pike; Antioch, TN 37013	\$ 27,012	Regular Payroll - Gross
12/1/2023	SmileDirectClub, LLC	Individual 4	1530 Antioch Pike; Antioch, TN 37013	\$ 23,166	Regular Payroll - Gross
12/11/2023	SDC Holding, LLC	Individual 1	1530 Antioch Pike; Antioch, TN 37013	\$ 38,599	Regular Payroll - Gross
12/11/2023	SDC Holding, LLC	Individual 2	1530 Antioch Pike; Antioch, TN 37013	\$ 23,214	Regular Payroll - Gross
12/11/2023	SDC Holding, LLC	Individual 3	1530 Antioch Pike; Antioch, TN 37013	\$ 27,012	Regular Payroll - Gross
12/11/2023	SmileDirectClub, LLC	Individual 4	1530 Antioch Pike; Antioch, TN 37013	\$ 23,166	Regular Payroll - Gross
12/19/2023	SDC Holding, LLC	Individual 2	1530 Antioch Pike; Antioch, TN 37013	\$ 12,692	1099 Contractor payroll - Gross
12/19/2023	SDC Holding, LLC	Individual 3	1530 Antioch Pike; Antioch, TN 37013	\$ 14,808	1099 Contractor payroll - Gross
12/19/2023	SmileDirectClub, LLC	Individual 4	1530 Antioch Pike; Antioch, TN 37013	\$ 12,692	1099 Contractor payroll - Gross
12/22/2023	SDC Holding, LLC	Individual 2	1530 Antioch Pike; Antioch, TN 37013	\$ 12,692	1099 Contractor payroll - Gross
12/22/2023	SDC Holding, LLC	Individual 3	1530 Antioch Pike; Antioch, TN 37013	\$ 14,808	1099 Contractor payroll - Gross
12/22/2023	SmileDirectClub, LLC	Individual 4	1530 Antioch Pike; Antioch, TN 37013	\$ 12,692	1099 Contractor payroll - Gross

SmileDirectClub*Payments to Bankruptcy Professionals**for the calendar month ended December 31, 2023*

\$USD					
Date	Debtor	Payee	Address	Amount	Description of Payment
12/29/2023	SmileDirectClub LLC	Paul Hastings LLP	200 Park Avenue, New York, New York 10166	\$ 782,248.71	Restructuring legal fees
12/29/2023	SmileDirectClub LLC	Alvarez & Marsal	540 W. Madison St., Suite 1800, Chicago, IL 60661	\$ 746,580.41	Restructuring advisory fees
12/29/2023	SmileDirectClub LLC	Centerview Partners	31 West 52nd St., 22nd Fl, New York, NY 10019	\$ 133,257.67	Restructuring banking fees
12/27/2023	SmileDirectClub LLC	FTI Consulting	16701 Melford Blvd., Suite 200, Bowie, MD 20715	\$ 567,199.60	Restructuring advisory fees
12/27/2024	SmileDirectClub LLC	Jackson Walker	1401 McKinney Street, Suite 1900, Houston, Texas, 77010	\$ 95,244.00	Restructuring legal fees
12/27/2025	SmileDirectClub LLC	Kirkland & Ellis	601 Lexington Avenue, New York, New York 10022	\$ 1,834,828.85	Restructuring legal fees